



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

RECORDATION NO. 23654 FILED

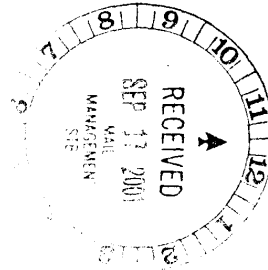
VIA UPS NEXT DAY AIR

September 14, 2001

SEP 19 '01 9:58 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated November 2, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: OmniSource Corporation  
1610 N. Calhoun Street  
Fort Wayne, IN 46808

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 2743 cubic foot, 52'6" mill gondolas cars with 5'6" sides, with car numbers NDYX 551-575, inclusive.

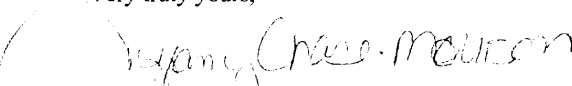
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and OmnisSource Corporation, Lessee, covering 25 2743 cubic foot, 52'6" mill gondola cars with 5'6" sides, with car numbers NDYX 551-575, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(OMSR004)

23654 9.18

ASSGN. NO.: OMSR004

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2<sup>nd</sup> day of November, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and OmniSource Corporation ("Lessee"), an Indiana corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 11, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: K.A. DOMAROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 2<sup>nd</sup> day of Nov., 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

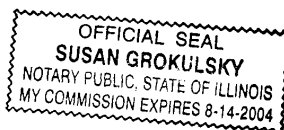
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2<sup>ND</sup> day of NOVEMBER, 2000.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

OMNISOURCE CORPORATION

By: Phillip R Bedwell

Name: Phillip R Bedwell

Title: Director of Rail and  
Bike Transportation

ATTEST:

By: Scott A Keuneke

Name: SCOTT A. KEUNEKE

Title: CORPORATE RAIL SPECIALIST Executed on this 31 day of OCTOBER, 2000

[CORPORATE SEAL]

STATE OF INDIANA

COUNTY OF ALLEN

I, MILLIE E. DOVE, a Notary Public of the County and State aforesaid,  
certify that PHILLIP R. BEDWELL personally appeared before me this day and acknowledged his due  
execution of the foregoing Memorandum of Lease.

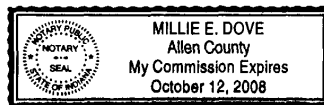
WITNESS my hand and official stamp or seal, this 31 day of OCTOBER, 2000

MILLIE E. DOVE  
Notary Public

Millie E Dove

Commission Expires:

OCT. 12 2008  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-Five (25)

DESCRIPTION OF CARS: 2743 cubic foot, 52'6" Mill Gondola Cars with 5'6" sides

CAR NUMBERS: See below:

NDYX	551
NDYX	552
NDYX	553
NDYX	554
NDYX	555
NDYX	556
NDYX	557
NDYX	558
NDYX	559
NDYX	560
NDYX	561
NDYX	562
NDYX	563
NDYX	564
NDYX	565
NDYX	566
NDYX	567
NDYX	568
NDYX	569
NDYX	570
NDYX	571
NDYX	572
NDYX	573
NDYX	574
NDYX	575
Count:	25